

## **EXHIBIT 23**

**STUDENT FINANCE CORPORATION**


**Action by Consent in Writing  
of the Shareholders  
in Lieu of an Annual Meeting**

The undersigned being all of the shareholders of Student Finance Corporation, a Pennsylvania corporation (the "Company"), do hereby consent in writing to the adoption of the following resolutions as if they were adopted at a duly convened meeting of the shareholders:


**RESOLVED**, that the following persons be, and he hereby are, elected to serve as directors of the Company until the next annual meeting of the shareholders or such earlier time as their successors are elected and qualify:

Andrew N. Yao  
Perry Turnbull  
Gary Hawthorne

**FURTHER RESOLVED**, that all actions taken by the directors and officers of the Company be, and they hereby are, ratified, confirmed and adopted as actions of the Company in all respects.

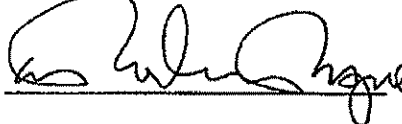
  
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Andrew N. Yao

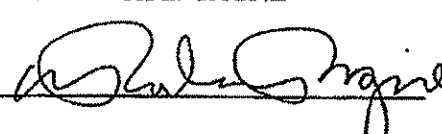
  
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Robert L. Bast, Esquire

  
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Pamela B. Gagne

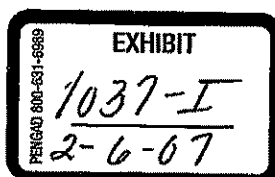
ELIZABETH B. BRENNAN TRUST  
F/B/O W.R. GAGNE

ELIZABETH B. BRENNAN TRUST  
F/B/O ELIZABETH L. GAGNE

By:   
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By:   
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ELIZABETH B. BRENNAN TRUST  
F/B/O PHILIP B. GAGNÉ

By: 

JAMES T. BRENNAN TRUST  
F/B/O ELIZABETH L. GAGNÉ

By: 

JAMES T. BRENNAN TRUST  
F/B/O W.R. GAGNÉ

By: 

JAMES T. BRENNAN TRUST  
F/B/O PHILIP B. GAGNÉ

By: 

Dated: June 30, 2000

PHLEGAL: #887649 v1 (JOWX011.WPD) 111419-1

CONFIDENTIAL

ACCT007398

ELIZABETH B. BRENNAN TRUST  
F/B/O PHILIP B. GAGNÉ

JAMES T. BRENNAN TRUST  
F/B/O W.R. GAGNÉ

By: \_\_\_\_\_

By: \_\_\_\_\_

JAMES T. BRENNAN TRUST  
F/B/O ELIZABETH L. GAGNÉ

JAMES T. BRENNAN TRUST  
F/B/O PHILIP B. GAGNÉ

By: \_\_\_\_\_

By: \_\_\_\_\_

Dated: June 30, 2000

PHLEGAL: #887649 v1 (J0WXD11.WPD) 111419-1

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